

# **Exhibit D**

## **Affidavit of Ms. Preston**

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF OHIO  
WESTERN DIVISION**

Walter W. Thiemann,  
on behalf of himself and of  
all others similarly situated,

Plaintiff,

VS.

OHSL Financial Corporation, et al.

**Defendants.**

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Case No. C-1-00-793

Judge Sandra S. Beckwith

Magistrate Judge Hogan

**AFFIDAVIT OF  
CANDACE PRESTON,  
CFA**

STATE OF NEW JERSEY

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: SS:

COUNTY OF MERCER :

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**CANDACE L. PRESTON, being duly sworn, deposes and states as follows:**

1. I am a Chartered Financial Analyst. I am also an expert in proxy materials and registration statements. I have been retained by plaintiffs to provide an expert report and expert testimony in this case. A copy of my resume including previous testimony is attached hereto as Exhibit A.

2. I make this affidavit in support of Plaintiffs' Opposition to the Response of the OHSL and Provident Defendants to the Order to Show Cause (Doc. No. 417), and in support of Plaintiffs' Cross-Motion. Specifically, I submit this affidavit in the

hopes of persuading the Court that I should be paid for the reasons outlined in the Cross-Motion as well as the reasons submitted herein.

3. I submitted an expert report dated 30 August 2004. I was deposed in this matter on 22 October 2004 in New York City. I voluntarily complied with the deposition by both appearing at the deposition and producing to defense counsel various documents that were requested of me. I did not demand that I be subpoenaed for my testimony or for the documents that defense counsel sought. In summary, I voluntarily complied with everything that I was asked to do.

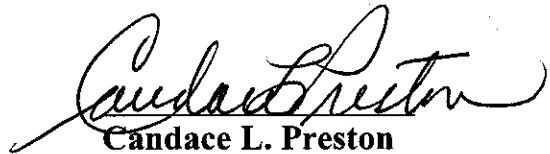
4. After the deposition, I submitted a bill of \$4,423.80 for my time and the expenses associated with travel to my deposition which, along with the transmittal letter which accompanied it, is attached hereto as Exhibit B. My time was charged at \$400 per hour, the rate I customarily charged my clients at that time and the rate that I charged plaintiffs for work done in this matter. I am informed and believe that Mr. Burke, the attorney who primarily took my deposition, and KMK, have simply refused to pay any of the experts that KMK deposed, specifically, Drs. Fuerman and Walker, and myself.

5. It is my understanding and experience that absent an agreement to the contrary, the party seeking to depose an expert, in this case the OHSL and Provident Defendants, is responsible for paying the expert's fees for her deposition. Indeed, the Order to Show Cause (Doc. No. 417) is written to support exactly this proposition.

6. I have been an expert witness for over 15 years and I have testified both on behalf of plaintiffs and defendants. I wish to inform the Court that over this time period, I have only been involved in a single dispute over my fee (other than this case), and I have never had opposing counsel (i.e. deposing counsel) refuse to pay me anything.

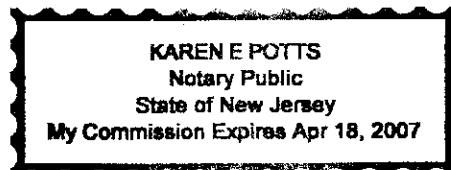
7. I respectfully request that the Court issue an Order directing the OHSL and Provident Defendants to pay me \$4,423.80, plus interest calculated at the rate of 6% for the services I performed at their request. The Ohio Revised Code statutory interest rate is 6%. Interest at 6%, calculated for 104 days beginning on November 26, 2004 through March 9, 2005 is \$75.63.<sup>1</sup> The total of the fees, expenses and interest I request is \$4,499.43.

**FURTHER AFFIANT SAYETH NAUGHT**

  
Candace L. Preston

Sworn to before me and subscribed in my presence this 9th day of MARCH, 2005.





<sup>1</sup> My interest calculations begin on November 26, 2004, allowing a one month grace period following the presentation of my invoice.

**Exhibit A  
of  
Preson Affidavit**

**CANDACE L. PRESTON**

**Present** Financial Markets Analysis, LLC. Founding member of the firm. Financial consultant specializing in securities and business valuations in mergers, acquisitions, appraisals, business planning, brokerage/customer arbitrations, and litigation. Significant testimonial experience in breach of contract, bankruptcy, anti-trust, securities and consumer class actions. Clients include private and public companies, individual and institutional investors, the S.E.C. and law firms.

**1998 – 2001** The Bank of New York, BNY Capital Markets. Managing Director responsible for valuations and special financial services. Valuations relating to fairness opinions, mergers, acquisitions, executive compensation, estate and intergenerational transfers, and litigation.

**1998** Triumph Partners, LLC. Founding member of the firm. Financial consultant specializing in securities and business valuations in mergers, acquisitions, appraisals, business planning, brokerage/customer arbitrations, and litigation. Valuation expert for the S.E.C. in its prosecution of Crazy Eddie, Inc. and Eddie Antar, and in efforts to recover monies from the Antar family.

**1985 - 1998** Princeton Venture Research, Inc. Executive Vice President. Princeton Venture Research is an investment banking and consulting firm. Managed Princeton and San Diego offices. Supervised all analytic and research staff. Responsible for valuations in mergers and acquisitions, due diligence investigations, and litigation projects. Clients included Securities Investors Protection Corporation (SIPC), major financial institutions and law firms. Valuation expert for damages claims against Drexel Burnham Lambert, SubClass B.

**1980 - 1985** NewMarkets. Senior consultant for management consulting firm, specializing in marketing and business planning for new ventures and turn-around situations. Developed plans for Fortune 500 companies as well as smaller businesses, which resulted in the creation and funding of new divisions and enterprises.

**1974 - 1978** Family-owned businesses. Participated in the operation and management of a diverse group of businesses, including acquisitions and divestitures of numerous stand-alone operations. Among the businesses were an automotive plastics manufacturer, restaurants, automobile dealerships and real estate holdings.

**1970 - 1973** U.S. Army, Tank and Automotive Command (TACOM). Civilian employee of branch responsible for negotiation and administration of contracts for wheeled and track vehicles. Negotiated and audited contracts for tank prototypes as well as tanks in production.

**EDUCATION**

**1985** M.B.A. University of Pennsylvania, Wharton School of Finance

**1970** B.A. History, Eastern Michigan University

**PROFESSIONAL DESIGNATIONS AND AFFILIATIONS**

Chartered Financial Analyst (CFA)  
Member, CFA Institute  
Member, New York Society of Security Analysts (NYSSA)

**OTHER**

University of Chicago Guest lecturer in finance	American Bar Association Annual Meetings Securities Litigation Panels
University of Pennsylvania Guest lecturer in finance	National Association of Public Pension Attorneys Securities Litigation Panel
Rutgers University Guest lecturer in securities law	

Testimony of Candace L. Preston

In Re: Church's Fried Chicken, Inc.

Civil Action No. SA-88-CA-1238 and SA-88-1385

U.S. District Court, Western District of Texas, San Antonio Division

Hearing testimony: January 21 & 27, 1989

In Re: Energy Systems Equipment Leasing

Civil Action No. MDL-637 (LDW)

U.S. District Court, Eastern District of New York

Deposition: June 14, 1989

In Re: Mohawk Data Sciences Corporation

Civil Action No. 85-2539

U.S. District Court, District of New Jersey

Deposition: June 21, 1989

In Re: Technicolor, Inc.

Civil Action No. 7129 & 8358

Court of Chancery of the State of Delaware, in and for New Castle County

Deposition: September 20, 1989; Trial testimony: February 12 & 13, 1990

In Re: Wolverine Technologies, Inc. II

Civil Action No. 89-916167-CZ

State of Michigan in the Circuit of Wayne County

Deposition: June 5, 1991 and July 11, 1991

In Re: Mentor Corporation

Civil Action No. 91 2163 RJK (JRX)

U.S. District Court, Southern District of California

Deposition: May 28 & 29, 1992

In Re: Revco, Inc.

Civil Action No. 1:89 CV0593

U.S. District Court, Northern District of Ohio, Eastern Division

Deposition: October 22, 1992

In Re: Angus Tank Cleaning Corporation

Civil Action No. HUD-C-197-91

Superior Court of New Jersey, Chancery Division, Hudson County

Deposition: November 23, 1992

Testimony of Candace L. Preston

In Re: Chevron U.S. Inc. f/k/a Gulf Oil Corp.

Civil Action No. 87DV8982

U.S. District Court, Southern District of New York

Deposition: March 2, 1993; Arbitration testimony: March 22, 1993

In Re: Microdyne, Inc.

Civil Action No. 92-1515 and 92-1730-A

U.S. District Court, Eastern District of Virginia, Alexandria Division

Deposition: March 9 & 11, 1992, November 17, 1992; Trial testimony: May 11, 1993

In Re: Digital Systems International

Civil Action No. C91-1521

U.S. District Court, Western District of Washington at Seattle

Deposition: May 6, 1993

In Re: American Dental Laser, Inc.

Civil Action No. 92-CV-71917-DT

U.S. District Court, Eastern District of Michigan, Southern Division

Deposition: July 12, 29 & 30, 1993 and August 2, 1993

In Re: Legent Corporation

Civil Action No. 93-894-A

U.S. District Court, Eastern District of Virginia

Deposition: November 16, 1993; Trial testimony: February 3 & 7, 1994

In Re: Heart Technology, Inc.

Civil Action No. C92-9862

U.S. District Court, Western District of Washington at Seattle

Deposition: January 25, 1994

In Re: ICN Pharmaceutical, Inc.

Civil Action No. 86Civ. 6776 (VLB) & 87 Civ. 4296 (VLB)

U.S. District Court, Southern District of New York

Deposition: January 28, 1994

In Re: Crazy Eddie, Inc.

Civil Action No. 87 CIV 0033 (EHN)

U.S. District Court, Eastern District of New York

Trial testimony: March 29, 1995

Testimony of Candace L. Preston

In Re: Energy Management Corporation

Civil Action No. 83-369

U.S. District Court, Eastern District of Kentucky at Pikeville

Deposition: April 6, 1995

In Re: Digitran Systems, Inc.

Civil Action No. 93 -C73 8G

U.S. District Court, District of Utah, Salt Lake City Division

Deposition: May 11, 1995

In Re: Tseng Labs, Inc.

Civil Action No. 93-2756

U.S. District Court, Eastern District of Pennsylvania

Deposition: June 28, 1995

In Re: International Lottery, Inc.

Civil Action No. C- 1 -94-3 68

U.S. District Court, Southern District of Ohio, Western Division

Deposition: October 31, 1995

In Re: Symbol Technology, Inc. II

Civil Action No 92-CIV 3492 (LDW)

U.S. District Court, Eastern District of New York

Deposition: November 6, 1995

In Re: Glenmede Trust Company

Civil Action No. 92-CV-5233

U.S. District Court, Eastern District of Pennsylvania

Deposition: December 27, 1995

In Re: Search Capital Group

Civil Action No. 394-CV- 1428-J

U.S. District Court for the Northern District of Texas, Dallas Division

Hearing testimony: January 3, 1996

In Re: Ross Cosmetics Distribution Center, Inc.

Civil Action No. 7-92-1706-3

U.S. District Court, District of South Carolina

Deposition: March 8 & 15, 1996

Testimony of Candace L. Preston

In Re: Cascade International Securities Litigation

Case No. 91-8652-CIV-NESBITT

U.S. District Court, Southern District of Florida, West Palm Beach Division

Deposition: October 6, 1998

In Re: RMED International, Inc. v. Sloan's Supermarkets, Inc. and John A. Catsimatidis

Civil Action No. 94 Civ. 5587 (PKL)

U.S. District Court, Southern District of New York

Deposition: September 21 and November 19, 1998

In Re: Securities and Exchange Commission v. Sam M. Antar, Allen Antar, and Benjamin Kuszer

Civil Action No. 93-3988 (HAA)

U.S. District Court, District of New Jersey

Deposition: November 23, 1998

Trial Testimony: December 1 and 4, 1998

In Re: Frontier Insurance Group, Inc.

Civil Action No. 94 Civ. 5213 (EHN)

U.S. District Court, Eastern District of New York

Deposition: November 9, 1998

Hearing Testimony: July 27, 2001

In Re: Sunglass Hut International, Inc.

Case No. 97-0191-CIV-MOORE/O'SULLIVAN

U.S. District Court, Southern District of Florida

Deposition: March 28, 2001

In Re: Real Estate Associates Limited Partnership Litigation

Case No. CV 98-7035 DDP (AJW)

U.S. District Court, Central District of California

Deposition: May 16, 2001; Trial October 24, 2002

In Re: Morgens, Waterfall, Vintiadis & Co., Inc. v. Donaldson Lufkin & Jenrette Securities Corp.

Case No. 00 Civ.9517 (MP)

U. S. District Court, Southern District of New York

Deposition: October 10, 2001

Testimony of Candace L. Preston

In Re: Jennifer Convertibles Securities Litigation

Master File No. CV-94-5570 (DRH)

U.S. District Court, Southern District of New York

Deposition: July 22, 2002

Dennis Johnson v. Garden Ridge Corporation, et al

Civil Action No. 17651NC

Court of Chancery of the State of Delaware

New Castle County

Deposition: July 29, 2002

In Re: Alliance Pharmaceutical Corp. Securities Litigation

01-CV-1674 (CM) (MDF)

U.S. District Court, Southern District of New York

Deposition: August 2, 2002

In Re: One Stop Realtour Place v. Allegiance Telecom, Inc.

U.S. Bankruptcy Court, Eastern District of Pennsylvania

Trial: September 19, 2002

In Re: SmarTalk Teleservices, Inc. Securities Litigation

U.S. District Court, Southern District of Ohio, Eastern District

Deposition: October 2 & 3, 2002

In Re: Comer Finance, Ltd. and Prival N.V. v. Michael Berger, et al.

Index No.00 Civ. 2284 (DLC)

U.S. District Court, Southern District of New York

Deposition: December 20, 2002

Martin I. Cohen v. Berkshire Hathaway, Inc. et al (MidAmerican Energy Holdings, Inc.)

Iowa District Court for Polk County

CL 81833

Deposition: March 31, 2003

In re: Laidlaw Stockholder Litigation

C.A.:3:00-CV-855-17

U.S. District Court, District of South Carolina, Columbia Division

Deposition: September 29, 2003

Testimony of Candace L. Preston

Walter W. Theimann et al v. OHSL Financial Corp, et al (Oak Hills Financial Corp.)

Case No. C-1-00-793

U.S. District Court, Southern District of Ohio, Western Division

Deposition: October 22, 2004

In re: Howard Miller v. Thane International, Inc.

SA CV03-1031

U.S. District Court, California, Central District

Deposition: November 15, 2004

In re: Cryolife, Inc. Securities Litigation

CA No.: 1:02-CV-1868-BBM

U.S. District Court, Northern District of Georgia, Atlanta Division

Deposition, November 18, 2004

In Re: ARM Financial Group Inc. Securities Litigation

C.A. No.: 3:99 CV-539-H

U.S. District Court, Western District of Kentucky at Louisville

Deposition: December 14, 2004

**Exhibit B  
of  
Preson Affidavit**



## Financial Markets Analysis, LLC

600 Alexander Road, Suite 2-B  
Princeton, NJ 08540  
T: 609-452-9500  
F: 609-452-9881  
www.fmaonline.biz

October 26, 2004

Michael G. Brautigam, Esq.  
Gene Mesh Law Firm  
2605 Burnett Avenue  
Cincinnati, OH 45219

Invoice #4064

*For professional services and expenses in connection with OHSL Financial Corp.  
Securities Litigation*

PARTNERS	11.0 hrs.	\$4,400.00
OTHER CHARGES:		
Travel to New York City for deposition		<u>\$23.80</u>
TOTAL.....		<u>\$4,423.80</u>



## Financial Markets Analysis, LLC

600 Alexander Road, Suite 2-B  
Princeton, NJ 08540  
T: 609-452-9500  
F: 609-452-9881  
www.fmaonline.biz

October 26, 2004

Michael G. Brautigam, Esq.  
Gene Mesh Law Firm  
2605 Burnett Avenue  
Cincinnati, OH 45219

RE: OHSL Financial Corp. Securities Litigation

Dear Mike:

Enclosed is our invoice for services and expenses rendered in connection with the deposition in the above captioned matter. The invoice total is \$4,423.80.

Charges for professional services are \$4,400.00 for 11 hours of travel and deposition time. I also incurred travel expenses of \$23.80 encompassing \$19.80 for the train from Princeton Junction to Penn Station and \$4.00 for the subway.

Should you any questions regarding these charges, don't hesitate to contact me.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'Candace L. Preston', written in a cursive, flowing style. The signature is positioned above the printed name of the signatory.

Candace L. Preston